

Hearing Date: December 20, 2017 at 9:30 a.m. (Atlantic Standard Time)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

_____	X	
In re:	)	PROMESA
	)	Title III
THE FINANCIAL OVERSIGHT AND)	
MANAGEMENT BOARD FOR PUERTO RICO,	)	Case No. 17-03283 (LTS)
)	
as representative of	)	(Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO, <i>et</i>)	
<i>al.</i> ,)	
)	
Debtors. ¹)	
_____	X	
In re:	)	PROMESA
	)	Title III
THE FINANCIAL OVERSIGHT AND)	
MANAGEMENT BOARD FOR PUERTO RICO,	)	Case No. 17-03566 (LTS)
)	
as representative of)	
THE EMPLOYEES RETIREMENT SYSTEM OF)	
THE GOVERNMENT OF THE)	
COMMONWEALTH OF PUERTO RICO,	)	This Court filing relates only to
	)	Debtor Employees Retirement
Debtor.	)	System of the Commonwealth of
_____	X	Puerto Rico

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**THE PUERTO RICO FUNDS' INFORMATIVE MOTION
SUBMITTING A REVISED PROPOSED ORDER REGARDING
THE PUERTO RICO FUNDS' MOTION CONDITIONING THE AUTOMATIC STAY
ON THE CONTINUATION OF THE ERS BONDHOLDER PROTECTIONS, OR
ALTERNATIVELY, TO ENFORCE THE COURT'S JULY 17, 2017 ORDER**

To the Honorable United States Judge Laura Taylor Swain:

Certain Puerto-Rico based mutual funds (collectively, the "Puerto Rico Funds")² that hold approximately \$719.5 million in uninsured bonds (the "ERS Bonds") issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS"), by and through their undersigned counsel, hereby respectfully state as follows:

1. On November 28, 2017, the Puerto Rico Funds filed their *Motion Conditioning the Automatic Stay on the Continuation of ERS Bondholder Protections, or Alternatively, to Enforce the Court's July 17, 2017 Order* (the "Motion").³ 17-BK-3566, Dkt. No. 221; 17-BK-3283, Dkt. No. 1866. In the Motion, the Puerto Rico Funds seek certain relief, including the continuation of the monthly interest payments on the ERS Bonds to ERS Bondholders pending resolution of the summary judgment motions in ERS's declaratory judgment action, Adversary Proceeding No. 17-00213-LTS.

2. With respect to such further interest payments, the Puerto Rico Funds submitted the following:

² These funds include the following: Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund II, Inc., Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., SV Credit, L.P., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., and Tax-Free Puerto Rico Target Maturity Fund, Inc.

³ The Motion is set for the December 20, 2017 Omnibus Hearing.

[T]he ERS Bonds are comprised of “current interest bonds” (“ERS CIBs”) and “capital appreciation bonds” (“ERS CABs”) – which rank *pari passu* with each other. Unlike COFINA, there are ***no*** subordinated ERS Bonds. Accordingly, to provide equal protection among ERS bondholders, Movants respectfully request that all further Interest Payments transferred by ERS to BNYM for payment to ERS bondholders in accordance with the Joint Stipulation (without increasing such aggregate amounts transferred by ERS) be paid by BNYM ratably to the holders of ERS CIBs (based upon actual monthly interest) and ERS CABs (based upon accreted monthly interest).

Motion at 5 n. 9.

3. The Puerto Rico Funds attached a proposed order as Exhibit A to their Motion (the “Proposed Order”).

4. On December 12, 2017, the Bank of New York Mellon (“BNYM”), as fiscal agent, filed a limited response to the Motion (the “Limited Response”). 17-BK-3566, Dkt. No. 232; 17-BK-3283, Dkt No. 2024. BNYM explained that, to the extent that the Court grants the Puerto Rico Funds’ request for further interest payments, it “requires certain technical clarifications regarding its role and responsibilities in make pro rata distributions to holders of current interest Bonds and capital appreciation Bonds (as requested by the Puerto Rico Funds).” 17-BK-3566, Dkt. No. 232 at 2; 17-BK-3283, Dkt No. 2024 at 2. In addition, BNYM explained why its distribution of the interest due and payable to the ERS bondholders on November 1, 2017, was appropriate. 17-BK-3566, Dkt. No. 232 at 4-5; 17-BK-3283, Dkt No. 2024 at 4-5.

5. In response to BNYM’s Limited Response, the Puerto Rico Funds hereby submit a revised proposed order (the “Revised Proposed Order”), attached hereto as **Exhibit 1**. The Revised Proposed Order contains technical clarifications regarding the proposed pro rata distributions of any further interest payments and sets forth protections for BNYM as fiscal agent. A comparison of the Revised Proposed Order to the Proposed Order is attached hereto as

Exhibit 2.

RESPECTFULLY SUBMITTED.

In San Juan, Puerto Rico, today December 19, 2017.

By:

/s/ Alicia I. Lavergne-Ramírez

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/s/ John K. Cunningham

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CERTIFICATE OF SERVICE

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of Court using the CM/ECF system, which will send certifications of such filing to all CM/ECF participants in this case.

/s/ Alicia I. Lavergne-Ramírez
Alicia I. Lavergne-Ramírez

EXHIBIT 1

(Revised Proposed Order)

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re:)	PROMESA
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THE FINANCIAL OVERSIGHT AND)	
MANAGEMENT BOARD FOR PUERTO RICO,)	Case No. 17-03283 (LTS)
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as representative of)	(Jointly Administered)
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as representative of)	
THE EMPLOYEES RETIREMENT SYSTEM OF)	
THE GOVERNMENT OF THE)	This Court filing relates only to
COMMONWEALTH OF PUERTO RICO,)	Debtor Employees Retirement
)	System of the Commonwealth of
Debtor.)	Puerto Rico
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	X	

**ORDER GRANTING THE PUERTO RICO FUNDS' MOTION
CONDITIONING THE AUTOMATIC STAY ON THE CONTINUATION
OF ERS BONDHOLDER PROTECTIONS OR, ALTERNATIVELY,
TO ENFORCE THE COURT'S JULY 17, 2017 ORDER**

¹ The Debtors in these Title III cases, along with each Debtor's Bankruptcy Court case number and last four (4) digits of each Debtor's federal tax identification number are (i) The Commonwealth of Puerto Rico (Bankr. Case No. 17-bk-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) The Employees Retirement System of the Government of the Commonwealth of Puerto Rico (Bankr. Case No. 17-bk-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); (iii) Puerto Rico Sales Tax Financing Corporation (Bankr. Case No. 17-bk-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iv) Puerto Rico Highways and Transportation Authority (Bankr. Case No. 17-bk-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); and (v) Puerto Rico Electric Power Authority (Bankr. Case No. 17-bk-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747).

Upon consideration of the *Puerto Rico Funds' Motion Conditioning the Automatic Stay on the Continuation of ERS Bondholder Protections or, alternatively, to Enforce the Court's July 17, 2017 Order*, dated November 28, 2017 (the "Motion"),² and it appearing (i) that the Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1331 and 48 U.S.C. § 2166(a); (ii) that venue of this proceeding and the Motion in this District is proper under 28 U.S.C. § 1391(b) and 48 U.S.C. § 2167(a); and (iii) that notice of the Motion was adequate and proper under the circumstances and that no further or other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Motion is GRANTED as set forth herein.
2. Within five (5) business days from the date of this Order, the ERS shall transfer from the Prepetition Segregated Account to the Fiscal Agent³ an amount equal to \$27,753,164.96 (the "December-January Adequate Protection Payment") as adequate protection for the imposition and continuation of the automatic stay. Within seven (7) business days of receipt of the December-January Adequate Protection Payment, the Fiscal Agent shall distribute the December-January Adequate Protection Payment to the registered owner(s) of the ERS Bonds pro rata based on the applicable interest rate for ERS Bonds that are term bonds and the yield to maturity (as specified in the applicable official statement) for ERS Bonds that are capital

² These funds include the following: Puerto Rico AAA Portfolio Bond Fund, Inc., Puerto Rico AAA Portfolio Bond Fund II, Inc., Puerto Rico AAA Portfolio Target Maturity Fund, Inc., Puerto Rico Fixed Income Fund, Inc., Puerto Rico Fixed Income Fund II, Inc., Puerto Rico Fixed Income Fund III, Inc., Puerto Rico Fixed Income Fund IV, Inc., Puerto Rico Fixed Income Fund V, Inc., Puerto Rico GNMA & U.S. Government Target Maturity Fund, Inc., Puerto Rico Investors Bond Fund I, Puerto Rico Investors Tax-Free Fund, Inc., Puerto Rico Investors Tax-Free Fund, Inc., II, Puerto Rico Investors Tax-Free Fund III, Inc., Puerto Rico Investors Tax-Free Fund IV, Inc., Puerto Rico Investors Tax-Free Fund V, Inc., Puerto Rico Investors Tax-Free Fund VI, Inc., Puerto Rico Mortgage-Backed & U.S. Government Securities Fund, Inc., Tax-Free Puerto Rico Fund, Inc., Tax-Free Puerto Rico Fund II, Inc., and Tax-Free Puerto Rico Target Maturity Fund, Inc.

³ Terms not otherwise defined herein shall have the meaning ascribed to them in the Joint Stipulation, dated July 14, 2017 [ECF No. 170].

appreciation bonds.⁴

3. Commencing January 1, 2018, and continuing until the Court issues a ruling with respect to the Parties' motions for summary judgment on the Declaratory Relief Action (the "Ruling"), ERS shall transfer from the Prepetition Segregated Account to the Fiscal Agent, no later than the 20th of each month, an amount equal to the interest due and payable on the ERS Bonds on the first day of the next succeeding month (the "Monthly Adequate Protection Payments"), as further adequate protection for the imposition and continuation of the automatic stay. On the first business day of the next succeeding month, the Fiscal Agent shall distribute the Monthly Adequate Protection Payments to the registered owner(s) of the ERS Bonds pro rata based on the applicable interest rate for ERS Bonds that are term bonds and the yield to maturity (as specified in the applicable official statement) for ERS Bonds that are capital appreciation bonds.⁵

4. The pro rata distributions required under paragraphs 2 and 3 of this Order shall be made by the Fiscal Agent per \$1,000.00 face amount at maturity of the ERS Bonds in accordance with the illustration attached to this Order as **Exhibit A**.⁶

5. The characterization of the December-January Adequate Protection Payment and any subsequent Monthly Adequate Protection Payments as payments principal or interest on the ERS Bonds shall be determined by a subsequent order of the Court in connection with the treatment of such obligations under any plan of adjustment, and all parties' rights as to

⁴ For purposes of calculating the applicable pro rata share for ERS Bonds that are capital appreciation bonds, the Fiscal Agent shall use the January 1, 2018 accreted value set forth on the table appended to the applicable official statement for such ERS Bond.

⁵ For purposes of calculating the applicable pro rata share for ERS Bonds that are capital appreciation bonds, the Fiscal Agent shall use the January 1, 2018 accreted value set forth on the table appended to the applicable official statement for such ERS Bond.

⁶ The calculations reflected in Exhibit A are proposed by the Puerto Rico Funds and have not been independently verified by the Fiscal Agent, ERS, AAFAF, or FOMB.

characterization of such payments are expressly reserved.

6. Within five (5) business days of the entry of this Order, the Commonwealth shall cause \$18,500,000 to be deposited into the Post-Petition Segregated Account for the November 30, 2017 post-petition deposit. Thereafter, the Commonwealth shall cause further monthly deposits in the amount of \$18,500,000 on the last calendar date of each month until the Court issues its Ruling. All deposits shall be held in the Post-Petition Segregated Account, which amounts shall be deemed to be made by entities other than the Commonwealth in respect of retirement benefits owed to retirees of such entities, which Post-Petition Segregated Account shall be and hereby is made subject to a security interest and lien in favor of holders of the ERS Bonds having the same prepetition and postpetition validity, attachment, perfection, priority and enforceability, if any, and subject to the same defenses, if any, as existed prior to the commencement of the ERS Title III case, with respect to the liens and security interests with respect to the ERS Bonds.

7. The Fiscal Agent is hereby released and discharged from any and all claims and liability relating to the Fiscal Agent's compliance with orders of this Court concerning receipt of funds from the ERS and distribution of such funds to the ERS bondholders, including without limitation, (a) receipt and distribution of the interest payment that was due and payable on November 1, 2017, and (b) receipt and distribution of the December-January Adequate Protection Payment and any subsequent Monthly Adequate Protection Payments in accordance with this Order.

8. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated _____
San Juan, Puerto Rico

UNITED STATES DISTRICT JUDGE

Pro Rata Adequate Protection (\$US millions)									
Bond	CUSIP	Face Amount At Maturity	Interest / YTM	Accreted Value 1/1/2018 Per \$5,000 Face Value (\$US)	Annual Cash Pay Interest	Total Annual Payment Amount	% of Total Adequate Protection	Total Monthly Payment	Monthly Payment Per \$1,000 Face Value (\$US)
Series A (Issued January 29, 2008)									
CAB 2028 A	29216MAA8	\$42.67	6.20%	\$2,633.50	\$-	\$1.39	83.08%	\$0.096	\$2.26
CAB 2028 B	29216MAB6	114.02	6.20%	2,633.50	-	3.72	83.08%	0.258	2.26
Term Bond 2023	29216MAF7	200.00	5.85%	5,000.00	11.70	11.70	83.08%	0.810	4.05
Term Bond 2031	29216MAG5	3.00	6.15%	5,000.00	0.18	0.18	83.08%	0.013	4.26
Term Bond 2032	29216MAH3	4.50	6.15%	5,000.00	0.28	0.28	83.08%	0.019	4.26
Term Bond 2033	29216MAJ9	4.00	6.15%	5,000.00	0.25	0.25	83.08%	0.017	4.26
Term Bond 2038	29216MAC4	667.50	6.15%	5,000.00	41.05	41.05	83.08%	2.842	4.26
Term Bond 2039	29216MAK6	167.92	6.20%	5,000.00	10.41	10.41	83.08%	0.721	4.29
Term Bond 2040	29216MAL4	89.75	6.20%	5,000.00	5.56	5.56	83.08%	0.385	4.29
Term Bond 2041	29216MAD2	37.55	6.20%	5,000.00	2.33	2.33	83.08%	0.161	4.29
Term Bond 2042	29216MAM2	37.55	6.20%	5,000.00	2.33	2.33	83.08%	0.161	4.29
Term Bond 2055	29216MAN0	86.95	6.45%	5,000.00	5.61	5.61	83.08%	0.388	4.47
Term Bond 2056	29216MAP5	83.35	6.45%	5,000.00	5.38	5.38	83.08%	0.372	4.47
Term Bond 2057	29216MAQ3	80.85	6.45%	5,000.00	5.21	5.21	83.08%	0.361	4.47
Term Bond 2058	29216MAE0	80.85	6.45%	5,000.00	5.21	5.21	83.08%	0.361	4.47
Series B (Issued June 2, 2008)									
CAB 2028	29216MAT7	120.57	6.40%	2,580.45	-	3.98	83.08%	0.276	2.29
CAB 2029	29216MAU4	279.41	6.40%	2,422.90	-	8.67	83.08%	0.600	2.15
CAB 2030	29216MAV2	132.63	6.40%	2,274.95	-	3.86	83.08%	0.267	2.02
CAB 2031	29216MAW0	108.22	6.45%	2,122.15	-	2.96	83.08%	0.205	1.90
CAB 2032	29216MAX8	115.30	6.45%	1,991.60	-	2.96	83.08%	0.205	1.78
CAB 2033	29216MAY6	122.87	6.45%	1,869.10	-	2.96	83.08%	0.205	1.67
CAB 2034	29216MAZ3	138.58	6.45%	1,754.15	-	3.14	83.08%	0.217	1.57
Term Bond 2031	29216MBA7	117.10	6.25%	5,000.00	7.32	7.32	83.08%	0.507	4.33
Term Bond 2036	29216MBB5	67.50	6.30%	5,000.00	4.25	4.25	83.08%	0.294	4.36
Term Bond 2037	29216MBC3	67.50	6.30%	5,000.00	4.25	4.25	83.08%	0.294	4.36
Term Bond 2038	29216MBD1	67.50	6.30%	5,000.00	4.25	4.25	83.08%	0.294	4.36
Term Bond 2039	29216MBE9	67.50	6.30%	5,000.00	4.25	4.25	83.08%	0.294	4.36
Term Bond 2055	29216MBF6	96.25	6.55%	5,000.00	6.30	6.30	83.08%	0.436	4.53
Term Bond 2056	29216MBG4	96.25	6.55%	5,000.00	6.30	6.30	83.08%	0.436	4.53
Term Bond 2057	29216MBH2	96.25	6.55%	5,000.00	6.30	6.30	83.08%	0.436	4.53
Term Bond 2058	29216MBJ8	140.25	6.55%	5,000.00	9.19	9.19	83.08%	0.636	4.53
Series C (Issued June 26, 2008)									
CAB 2030	29216MBM1	9.00	6.50%	2,247.55	-	0.26	83.08%	0.018	2.02
Term Bond 2028	29216MBL3	110.00	6.15%	5,000.00	6.77	6.77	83.08%	0.468	4.26
Term Bond 2038	29216MBN9	45.00	6.25%	5,000.00	2.81	2.81	83.08%	0.195	4.33
Term Bond 2043	29216MBP4	143.00	6.30%	5,000.00	9.01	9.01	83.08%	0.624	4.36
Total									
Annual Total					166.52	200.43			
Daily Total					0.46	0.56			
Monthly Total					\$13.88	\$16.70	\$13.88		

Exhibit A

EXHIBIT 2

(Comparison between Proposed Order and Revised Proposed Order)

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**ORDER GRANTING THE PUERTO RICO FUNDS' MOTION
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1. The Motion is GRANTED as set forth herein.

2. ~~The ERS shall transfer to the Fiscal Agent³ Within five (5) business days from the date of this Order, the ERS shall transfer from the Prepetition Segregated Account to the Fiscal Agent³ for the payment of interest on the ERS Bonds those amounts from the Prepetition Segregated Account necessary to pay interest that became due and payable on December 1, 2017. The ERS shall continue to transfer monthly interest payments to the Fiscal Agent according to the terms set forth in the Joint Stipulation until and including the date that the Court renders a ruling with respect to the Parties' motions for summary judgment on the Declaratory Relief Action. an amount equal to \$27,753,164.96 (the "December-January Adequate Protection Payment") as adequate protection for the imposition and continuation of the automatic stay. Within seven (7) business days of receipt of the December-January Adequate Protection~~

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³ Terms not otherwise defined herein shall have the meaning ascribed to them in the Joint Stipulation, dated July 14, 2017 [ECF No. 170].

Payment, the Fiscal Agent shall distribute the December-January Adequate Protection Payment to the registered owner(s) of the ERS Bonds pro rata based on the applicable interest rate for ERS Bonds that are term bonds and the yield to maturity (as specified in the applicable official statement) for ERS Bonds that are capital appreciation bonds.⁴

3. Commencing January 1, 2018, and continuing until the Court issues a ruling with respect to the Parties' motions for summary judgment on the Declaratory Relief Action (the "Ruling"), ERS shall transfer from the Prepetition Segregated Account to the Fiscal Agent, no later than the 20th of each month, an amount equal to the interest due and payable on the ERS Bonds on the first day of the next succeeding month (the "Monthly Adequate Protection Payments"), as further adequate protection for the imposition and continuation of the automatic stay. On the first business day of the next succeeding month, the Fiscal Agent shall distribute the Monthly Adequate Protection Payments to the registered owner(s) of the ERS Bonds pro rata based on the applicable interest rate for ERS Bonds that are term bonds and the yield to maturity (as specified in the applicable official statement) for ERS Bonds that are capital appreciation bonds.⁵

4. The pro rata distributions required under paragraphs 2 and 3 of this Order shall be made by the Fiscal Agent per \$1,000.00 face amount at maturity of the ERS Bonds in accordance with the illustration attached to this Order as **Exhibit A**.⁶

5. The characterization of the December-January Adequate Protection Payment and any subsequent Monthly Adequate Protection Payments as payments principal or interest on the

⁴ For purposes of calculating the applicable pro rata share for ERS Bonds that are capital appreciation bonds, the Fiscal Agent shall use the January 1, 2018 accreted value set forth on the table appended to the applicable official statement for such ERS Bond.

⁵ For purposes of calculating the applicable pro rata share for ERS Bonds that are capital appreciation bonds, the Fiscal Agent shall use the January 1, 2018 accreted value set forth on the table appended to the applicable official statement for such ERS Bond.

⁶ The calculations reflected in Exhibit A are proposed by the Puerto Rico Funds and have not been independently verified by the Fiscal Agent, ERS, AAFAF, or FOMB.

ERS Bonds shall be determined by a subsequent order of the Court in connection with the treatment of such obligations under any plan of adjustment, and all parties' rights as to characterization of such payments are expressly reserved.

6. ~~3.~~ Within five (5) business days of the entry of this Order, the Commonwealth shall cause \$18,500,000 to be deposited into the Post-Petition Segregated Account for the November 30, 2017 post-petition deposit. Thereafter, the Commonwealth shall cause further monthly deposits in the amount of \$18,500,000 on the last calendar date of each month until ~~and including the date that the Court renders a ruling with respect to the Parties' motions for summary judgment on the Declaratory Relief Action~~ the Court issues its Ruling. All deposits shall be held in the Post-Petition Segregated Account ~~in accordance with the terms set forth in the Joint Stipulation,~~ which amounts shall be deemed to be made by entities other than the Commonwealth in respect of retirement benefits owed to retirees of such entities, which Post-Petition Segregated Account shall be and hereby is made subject to a security interest and lien in favor of holders of the ERS Bonds having the same prepetition and postpetition validity, attachment, perfection, priority and enforceability, if any, and subject to the same defenses, if any, as existed prior to the commencement of the ERS Title III case, with respect to the liens and security interests with respect to the ERS Bonds.

7. The Fiscal Agent is hereby released and discharged from any and all claims and liability relating to the Fiscal Agent's compliance with orders of this Court concerning receipt of funds from the ERS and distribution of such funds to the ERS bondholders, including without limitation, (a) receipt and distribution of the interest payment that was due and payable on November 1, 2017, and (b) receipt and distribution of the December-January Adequate

Protection Payment and any subsequent Monthly Adequate Protection Payments in accordance with this Order.

8. ~~4.~~The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated _____
San Juan, Puerto Rico

UNITED STATES DISTRICT JUDGE